

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

United States Courts
Southern District of Texas
FILED

MAY 07 2003

Michael N. Milby, Clerk

IN RE ENRON CORPORATION
SECURITIES AND DERIVATIVE &
"ERISA" LITIGATION §
§ MDL 1446
§

MARK NEWBY, et al., §
§
Plaintiffs, § CIVIL ACTION NO: H-01-3624
§ AND CONSOLIDATED CASES
v. §
§
ENRON CORPORATION, et al., §
§
Defendants. §

PAMELA M. TITTLE, on behalf of herself §
and a class of persons similarly situated, §
et al., §
§
Plaintiffs, §
v. § CIVIL ACTION NO. H-01-3913
§ CONSOLIDATED CASES
ENRON CORP., an Oregon Corporation, §
et al., §
§
Defendants. §

**OUTSIDE DIRECTOR DEFENDANTS' MOTION FOR
PROTECTIVE ORDER**

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TO THE HONORABLE MELINDA HARMON:

I. INTRODUCTION

The Outside Directors¹ file this motion for a protective order in order to shield from discovery four categories of private information. They also request that the Court permit them to redact this private information from any relevant documents that they produce. The categories of information the Outside Directors seek to protect are:

1. Account statements (including account numbers) of securities and banking accounts belonging to the Outside Directors' spouses or their minor children, and account statements (including account numbers) of securities and banking accounts belonging to the Outside Directors that are not related to Enron securities. *See* Lead Plaintiffs' Request for Production in the *Newby* Case ("*Newby* Request"), attached as Exhibit A, at Nos. 19, 36, 37, 43, 44, 45, 46, 47; Lead Plaintiffs' Request for Production in the *Tittle* Case ("*Tittle* Request"), attached as Exhibit B, at Nos. 21, 22, 24, 63.
2. Individual federal income tax returns and related schedules. *See Newby* Request No. 48.
3. Social Security numbers, home telephone numbers, home addresses and personal electronic mail addresses. *See Newby* Request No. 2; *Tittle* Request No. 20.
4. Personal telephone calls within telephone records. *See Newby* Request No. 2.

An order preventing discovery of this information is appropriate because:

¹This motion is filed by Outside Directors Robert A. Belfer, Norman P. Blake, Ronnie C. Chan, John H. Duncan, Joe H. Foy, Wendy L. Gramm, Robert K. Jaedicke, Charles A. LeMaistre, John Mendelsohn, Jerome J. Meyer, Frank Savage, John Wakeham, Charls E. Walker, and Herbert S. Winokur, Jr. John A. Urquhart, who has separate counsel, also intends to file a Motion for Protective Order.

1. Discovery of the content of securities and bank accounts, which plaintiffs demand globally, is irrelevant and impermissible pre-judgment asset discovery. *See Ranney-Brown Distribs., Inc. v. E.T. Barwick Indus., Inc.*, 75 F.R.D. 3, 4 (S.D. Ohio 1977) (“Ordinarily, Rule 26 will not permit the discovery of facts concerning a defendant’s financial status, or ability to satisfy a judgment, as such matters are not relevant and cannot lead to the discovery of admissible evidence.”). More important, to disclose this irrelevant information would invade these defendants’ personal privacy. *See De Masi v. Weiss*, 669 F.2d 114, 119 (3d Cir. 1982) (“It can scarcely be denied that the public exposure of one’s wallet or purse is, in the abstract, an invasion of privacy. Nor can it be denied that private individuals have legitimate expectations of privacy regarding the precise amount of their incomes.”).²
2. Federal law requires tax returns be maintained in confidence between the taxpayer and the government—including its judicial branch. 26 U.S.C. § 6103. Courts routinely, therefore, preclude discovery of income tax returns because “Income tax returns are highly sensitive documents; [and] courts are reluctant to order their routine disclosure as a part of discovery.” *Natural Gas Pipeline Co. v. Energy Gathering, Inc.*, 2 F.3d 1397, 1411 (5th Cir. 1993).
3. Disclosure of the Outside Directors’ social security numbers, home telephone numbers, home addresses and personal email addresses to the Class Plaintiffs could subject the Outside Directors to significant personal harassment. In fact, at least two

²While the Outside Directors will not redact any information related to any trades in Enron-related securities, they note that Plaintiffs are able to obtain complete records of this information from publicly filed SEC Form 4s and 5s.

directors have received a number of harassing emails through an employer-owned email server.³ While the Directors do not seek to prevent the discovery of the content of any relevant emails, their personal email addresses (like their home addresses and home telephone numbers) are not relevant and are not reasonably calculated to lead to the discovery of admissible evidence. *See Scaife v. Boenne*, 191 F.R.D., 590, 592 (N.D. Ind. 2000 (“There is no relevancy in the defendants’ addresses [and] social security numbers . . . nor is there any basis on which to conclude that the sought after information would lead to discovery of admissible evidence.”)). Accordingly, the Outside Directors request that they be permitted to produce their responsive documents without identifying telephone numbers, social security numbers, addresses, or email addresses.

4. Plaintiffs have no need for information concerning personal, non-Enron related telephone calls, as those are irrelevant to the subject matter of the suit and disclosure of those personal phone calls would invade the privacy of the Outside Directors and their families. Courts have been sensitive to these relevance and privacy issues and have allowed parties to produce phone records with any personal and irrelevant phone calls and numbers redacted. *See Lewis v. Chicago Housing*, No. 91C1478, 1991 WL 173247, at*2 (N.D. Ill. Sept. 4, 1991) (allowing party to redact any personal, irrelevant phone calls from the phone records). The Outside Directors seek the same relief here.

³Copies of these emails have been filed under seal for review by the Court *in camera* as Exhibit C.

The grant of this protective order will not result in any delay. The Outside Directors are prepared to produce their responsive, non-privileged documents in redacted form in compliance with any order of this Court or on the response date required by Fed. R. Civ. P. 30(b). The Directors are also prepared to produce a log of all documents from which private information has been redacted. The prepared log includes: (a) document bates number, (b) document date, (c) the nature of the information redacted from the document (e.g., Social Security Number, Home Telephone Number, etc.), (d) document author, (e) document recipient, and (f) document type.⁴ Because the steps to redact the irrelevant private information have already been taken, and a log of those steps is already prepared for production to the Plaintiffs, the grant of the very narrow protective order requested by the Outside Directors will cause no delay.

A protective order may be granted for good cause shown. Fed. R. Civ. P. 26(c). For the reasons stated above, and those set forth in greater detail below, good cause exists for entry of a protective order stating that the directors need not produce these requested categories of information.⁵ In support of their prayer for entry of a protective order, the directors argue as follows:

II. STANDARD OF REVIEW

Federal Rule 26 provides that “for good cause shown, the court . . . may make any order which justice requires to protect a party from annoyance, oppression, undue burden, or expense, including . . . that certain matters not be inquired into, or that the scope of the disclosure or discovery be limited to certain matters.” Fed. R. Civ. P. 26(c)(4). Once good cause is shown, courts

⁴An excerpt from this log is attached as Exhibit D for the Court’s information.

⁵ This motion for protection is not in lieu of any formal objections that will be filed to the Plaintiffs’ document request, and is without waiver of movants’ objections to other categories of documents requested, or of any objections on grounds of privilege.

have broad discretion in fashioning protective orders. *See, e.g., Seattle Times Co. v. Rhinehart*, 467 U.S. 20, 29 (1984) (“Liberal discovery is provided for the sole purpose of assisting in the preparation and trial, or settlement, of litigated disputes. Because of the liberality of pretrial discovery permitted by Rule 26(b)(1), it is necessary for the trial court to have the authority to issue protective orders conferred by Rule 26(c).”); *Harris v. Amoco Prod. Co.*, 768 F.2d 669, 684 (5th Cir. 1985) (once good cause is shown, “the district court can exercise its sound discretion to restrict what materials are obtainable, how they can be obtained, and what use can be made of them once obtained”).

Consistent with the Court’s December 19, 2002 order, the Outside Directors seek a narrow protective order under Rule 26(c) to prevent the discovery of a particularized categories of irrelevant, confidential information requested by Plaintiffs.

III. ARGUMENT

A. Plaintiffs’ Requests for Documents Directed at Outside Directors’ Non-Enron Related Personal Financial & Account Information Are Entitled to Protection From Discovery

The Outside Directors seek protection from Plaintiffs’ request for production of three categories of personal financial information: (a) their personal account information (including account numbers and balances) for their bank, brokerage, or trust accounts, trading or other account statements; (b) documents relating to Outside Directors’ net worth; and (c) any other personal account information beyond that relating to Enron trading activity. This information, which is referred to collectively here as “Personal Financial Information,” was requested in the following document requests: *Newby* Request Nos. 19, 36, 37, 43, 44, 45, 46, 47; and, *Tittle* Request Nos. 21, 22, 24, 63.

Importantly, although the Court has already found that the Outside Directors' trading of Enron securities was not probative of anything, *see* Memorandum and Order Regarding Enron Outside Director Defendants' Motions at *passim*, the Outside Directors do not seek to preclude discovery of their trades in Enron securities, or other Enron-related financial documents. To the contrary, the Outside Directors will produce documents containing Enron trading entries or related documents in order to avoid a needless procedural fight. Where they have drawn the line, however, is at Plaintiffs insistence that the Directors must produce entire account and financial statements, including entries pertaining to unrelated account balances or non-Enron securities. This information is plainly irrelevant, plainly private and plainly not appropriate for discovery in this case. Accordingly, the Directors request that the Court permit them to produce any relevant information in redacted form so as to avoid disclosure of other, entirely unrelated financial or securities trading information.

1. The Outside Directors' Personal Financial Information Is Irrelevant to the Claims and Not Discoverable

Courts have recognized that, "Ordinarily, Rule 26 will not permit the discovery of facts concerning a defendant's financial status, or ability to satisfy a judgment, as such matters are not relevant, and cannot lead to the discovery of admissible evidence." *Ranney-Brown Distribs.*, 75 F.R.D. at 4; *see also Bogosian v. Gulf Oil Corp.*, 337 F. Supp. 1228, 1230 (E.D. Penn. 1971) (responding to an attempted inquiry into party's net worth and ability to satisfy a judgment, the court noted, "These questions are also not proper since they are not relevant to the subject matter of the lawsuit.").

Plaintiffs' Section 11 allegations that Outside Directors signed a false registration statement do not require discovery into the Outside Directors' personal financial circumstances, their assets

or their income. A Section 11 claim only requires information pertinent to whether the registration statements for the Enron securities at issue contained a material misrepresentation or omission which would have misled a reasonable investor. *See* Memorandum and Order Regarding Enron Outside Director Defendants' Motions at 22-23. Discovery of the Outside Directors' non-Enron related personal financial information is irrelevant to that claim. The same is true for the claims alleged in the *Tittle* case. Plaintiffs, in their RICO and common law fraud claims, allege that certain of the Outside Directors engaged in a common scheme to defraud by misrepresenting the financial status of Enron. Like the Section 11 claims in *Newby*, inquiry into the Outside Directors' Personal Financial Information is not reasonably calculated to lead to the discovery of any information relevant to these claims.⁶

2. Privacy Interests Inherent in Non-Enron Related Personal Financial Information Preclude Discovery

Not only is discovery of the Outside Directors' financial information irrelevant, it also infringes on the Outside Directors' valid privacy interests in maintaining the confidentiality of those materials. The right to privacy encompasses an individual's interest in avoiding the disclosure of personal matters. *See Whalen v. Roe*, 429 U.S. 589, 599 (1977). Courts in the Fifth Circuit hold that when privacy issues arise, "the proper course is to balance a party's legitimate claims of privacy against the need of the opponent for discovery." *Cockrum v. Johnson*, 917 F. Supp. 479, 482 (E.D. Tex. 1996) (denying access to letter between father and daughter, after engaging in balancing test).

⁶ In a slightly different context this Court—when considering Plaintiffs' efforts to freeze Outside Directors' assets—rejected Plaintiffs' attempts to lift the discovery stay because the discovery sought was over-broad. In that Order, the Court cited as an example of Plaintiffs' overbroad discovery requests their demand for the production of the Outside Directors' tax returns. *See* Memorandum and Order (Instrument # 1031) at 5.

Discovery of personal financial information implicates serious privacy concerns. As a result, courts regularly strike the balance against the disclosure of personal financial information. *See DeMasi*, 669 F.2d at 119 (“It can scarcely be denied that the public exposure of one’s wallet or purse is, in the abstract, an invasion of privacy. Nor can it be denied that private individuals have legitimate expectations of privacy regarding the precise amount of their incomes.”); *Davis v. Ross*, 107 F.R.D. 326, 327 (S.D.N.Y. 1985) (“[T]he plaintiff’s interest in proving the amount of defendant’s wealth must be balanced against the defendant’s right to privacy and his general desire not to divulge his or her financial status. . . .”). Even if non-Enron related personal financial materials were somehow tangentially relevant to plaintiffs’ claims—and they are not—the Outside Directors’ interest in maintaining their confidentiality outweighs any competing argument seeking their production.

So strong is the interest in financial privacy, that courts have consistently refused to allow discovery into personal financial information—even if relevant—after applying a balancing test, because the right to privacy outweighs any claimed need for the documents. *See, e.g., Pedraza v. Holiday Housewares, Inc.*, 203 F.R.D. 40, 43 (D. Mass. 2001) (applying a balancing test and determining that “incursion into the defendants’ privacy that would stem from their tax returns is unjustified.”). When considering other types of documents relating to personal financial information, courts have likewise found them to be irrelevant to the claim, and therefore undiscoverable. For example, the issue in *DeMasi* was whether non-parties and parties could be compelled to reveal in an antitrust case the gross incomes from their medical practices. 669 F.2d at 119. The court, in its discussion, likened such disclosure to parallel issues arising in the tax return context: “Although federal income tax returns are not specifically implicated here, the public policy

regarding disclosure and their contents is pertinent. Congress has guaranteed that federal income tax returns will be treated as confidential communications between tax payer and government. . . . Indeed public policy favors the nondisclosure of income tax returns.” *Id.* at 119 (citations omitted). These privacy principles are of sufficient gravity to courts that as part of a policy of “protecting personal privacy and other legitimate interests,” the Southern District of Texas issued a General Order precluding the inclusion in pleadings of an individual’s social security number or financial account numbers even if the information is somehow relevant to the issues in the case to which the pleading relates. *See* General Order No. 2002-9, July 22, 2002 at 1-2.

In sum, the Outside Directors have shown good cause for the entry of an order permitting them to produce their documents with this private, irrelevant information redacted.

B. The Outside Directors’ Tax Return Documents are Irrelevant and Maintain a Qualified Privilege From Discovery

The Outside Directors likewise move for protection from Plaintiffs’ requests for their personal income tax returns, related schedules and the tax returns of their spouse or family members, (collectively the “Tax Return Documents”). *See Newby* Request No. 48. The “good cause” requirement of Rule 26(c) for granting protection from that discovery is satisfied here for two reasons. First, those documents are irrelevant to the claims against the Outside Directors in this case; and second their discovery would infringe upon the Outside Directors’ rights of privacy.

Nowhere is the question of the confidentiality of personal financial information more obvious than in cases dealing with the discoverability of income tax returns. By statute, income tax returns are records that the government must maintain in confidence. *See* 26 U.S.C. § 6103 (2002). Courts therefore recognize a “qualified privilege” regarding income tax returns and regularly refuse to allow their discovery. *See, e.g., Gattegno v. PriceWaterhouseCoopers*, 205 F.R.D. 70, 72 (D. Conn. 2001)

(“This court believes that the additional protection afforded tax returns in civil discovery is aptly characterized as a ‘qualified privilege.’”); *Terwilliger v. York Int’l Corp.*, 176 F.R.D. 214, 216 (W.D. Va. 1997) (“Examination of case law reveals the emergence of a judicially developed ‘qualified privilege’ . . . that disfavors the disclosure of income tax returns as a matter of general federal policy.”).⁷ The courts recognize that a strong public policy exists against compelling the discovery of tax returns. *See Gattegno*, 205 F.R.D. at 71 (explaining that 26 U.S.C. § 6103 of the tax code requires confidentiality of tax returns between the taxpayer and the government, and as a consequence, courts have seen this confidentiality requirement as creating a qualified privilege in civil discovery); *Krueger*, 55 F.R.D. at 514 (“[I]t is the opinion of this court that the [federal tax] statutes cited reflect a valid public policy against disclosure of income tax returns.”); *Payne v. Howard*, 75 F.R.D. 465, 470 (D.D.C. 1997) (“[T]he courts have broadly construed these [federal] provisions to embody a general federal policy against indiscriminate disclosure of tax returns from whatever source.”). The Fifth Circuit, in particular, has refused to permit discovery of tax returns because “[i]ncome tax returns are highly sensitive documents; courts are reluctant to order their disclosure as part of discovery. Not only are taxpayer’s privacy concerns at stake, but unanticipated disclosure also threatens the effective administration of our federal tax laws given the self-reporting, self-assessing character of the income tax system.” *Natural Gas Pipeline Co.*, 2 F.3d at 1411.

The Directors’ tax returns are irrelevant to any issue in this litigation and good cause exists to prohibit their discovery. Accordingly, the motion for protection should be granted.

⁷ *See also Premium Serv. Corp. v. Sperry & Hutchison Co.*, 511 F.2d 225, 228 (9th Cir. 1975) (affirming the trial court’s granting party’s motion to quash a subpoena of his tax returns, based on public policy limiting discovery of tax returns); *United States v. General Electric Co.*, 158 F.R.D. 161, 164 (D. Or. 1994) (refusing to allow the discovery of tax returns).

C. Personal Identification Information Should Be Protected From Discovery Because It Is Irrelevant and Privacy Interests Trump Any Need For Production

The Outside Directors also request that the Court protect from discovery their personal, private identifying information including: home addresses, home telephone numbers, personal email addresses, and social security numbers (collectively “Personal Identification Information”).⁸ Such information is contained on a number of otherwise relevant documents that have been requested by Plaintiffs. *See Newby* Requests No. 2; *Title* Request No. 20.

This category of Personal Identification Information is irrelevant to the Plaintiffs’ claims. Social security numbers are relevant only in the context where a person’s identity or nationality is in issue. *See Cooper Cameron Corp. v. U.S. Dept. of Labor Occupational Safety and Health Administration*, 280 F.3d 539, 546 (5th Cir. 2002) (categorizing social security numbers as “identity” information); *Flores v. Amigon*, No. 02CV838, 2002 WL 31119673, at*2-3 (E.D.N.Y. Sept. 20, 2002) (explaining that social security number would be relevant to immigration status, but that this issue was not present in the case). Neither is at issue here. Courts also regularly refuse to allow the production of social security numbers. *See, e.g., Scaife*, 191 F.R.D. at 592 (finding that defendants’ social security numbers were irrelevant and need not be produced); *Chavez v. Daimler Chrysler Corp.*, 206 F.R.D. 615, 622 (S.D. Ind. 2002) (finding social security number irrelevant to the case);

⁸ The Outside Directors seek to include within this category of Personal Identification Information any personal information relating to their spouses’ or families’ social security numbers, addresses, phone numbers and email addresses. They believe that such familial information invokes the same relevancy and privacy concerns as their own personal information, if not greater, because their spouses and families are non-parties to the litigation. Courts have held that such family information is protected from production. *See, e.g., Scaife v. Boenne*, 191 F.R.D. 590, 592 (N.D. Ind. 2000) (refusing to compel personal information about defendants’ families, deeming it confidential); *see also Raddatz v. Standard Register Co.*, 177 F.R.D. 446, 447 (D. Minn. 1997) (protecting the addresses, phone numbers, income information, and other sensitive personal information of non-parties from production).

Mike v. Dymon, CIV. A. No. 95-2405-EEOC, 1996 WL 674007, at *7 (D. Kan. Nov. 14, 1996) (finding social security numbers are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence); *Cosgrove v. Fed. Home Loan Bank of New York*, No. 90CIV.6455, CIV.4225, 1996 WL 164704, at *1 (S.D.N.Y. April 8, 1996) (holding that while the document was relevant, the plaintiff's social security number was not relevant and could be redacted). Plaintiffs can offer no basis for this Court to deviate from the many courts that have prevented discovery of social security numbers.

Courts have likewise found that personal contact information such as telephone numbers and addresses is irrelevant. *See Scaife*, 191 F.R.D. at 152 (finding that defendants' home addresses were irrelevant and therefore not discoverable); *Doe v. White*, No. 00C0928, 2001 WL 649536, at *1 (N.D. Ill. June 8, 2001) (redacting social security numbers, home phone numbers and addresses after noting that "[f]actors the court may consider include 'privacy interests'"); *Savitt v. Vacco*, No. 95-CV-1842, 95-CV-1853, 1996 WL 663888, at *5 (N.D.N.Y. Nov. 8, 1996) (explaining that "the inclusion of home phone numbers and addresses on these [resume] documents constitutes an invasion of personal privacy. Therefore, [the court] orders the redaction of home phone numbers and addresses on all resumes sought by plaintiff through discovery, or on those resumes already produced"); *Ferguson v. New York*, No. 97 Civ. 1169, 1997 WL 580689, at *2 (S.D.N.Y. Sept. 18, 1997) (admitting responsive documents, but noting that "[i]f the documents contain any reference to defendant's home address [or] social security number . . . , that information may be redacted" for privacy concerns).

The Outside Directors are understandably concerned that disclosure of their identifying information may be subject them to harassment. These concerns are not merely hypothetical.

Following Enron's bankruptcy, for example, at least two Outside Directors received a number of harassing e-mails. Copies of those emails are attached under seal for the Court's review. Due to the high profile nature of this case, the privacy concerns of the Outside Directors and their families are understandably magnified. Neither the Plaintiffs nor the public have any need for this confidential identifying information, nor is it relevant to any issue in the case. In light of these events, the Outside Directors have satisfied the good cause requirement for issuance of a protective order allowing them to redact Personal Identifying Information from their documents before they are produced.

D. Outside Directors Request Any Non-Enron Related Phone Records Be Protected From Discovery

The Outside Directors request a protective order preventing the disclosure of any personal telephone records that are unrelated to Enron. While the Outside Directors do not seek to prevent discovery or relevant, Enron-related phone records, they do seek protection for all other phone records because they are irrelevant and their production would constitute an invasion of privacy. Accordingly, the Outside Directors request that the Court permit them to produce their phone records in a redacted form, so as to prevent discovery of personal phone calls that are unrelated to Enron.

Given the privacy interest in a person's personal phone records, courts addressing whether they should be produced are sensitive to the need to balance the relevance and need for the records against the privacy interests of the phone record holder. *See Syposs v. United States*, 181 F.R.D. 224, 227-28 (W.D.N.Y. 1998); *Central States, Southeast and Southwest Areas Pension Fund v. Transcon Lines*, No. 90C1853, 1991 WL 152839, at *3 (N.D. Ill. Aug. 1, 1991). Courts have repeatedly found that only relevant phone records need be produced, and have allowed parties to redact any irrelevant personal phone calls from those records. For example, the court in *Lewis v. Chicago Housing*,

precluded an indiscriminate production of the plaintiff's phone records, finding that "the plaintiff's privacy interests, and those of his family and friends, [even] outweigh the defendants' concern that plaintiff might delete [potentially relevant] phone calls." 1991 WL 173247, *2 (allowing party to redact any personal, irrelevant phone calls from the phone records); *see also Mayes v. Local 106 Int'l Union*, No. 86-CV-41, 1992 WL 335964, at *7 (N.D.N.Y. Nov. 12, 1992) (noting that the issue of whether to produce phone records was resolved when it was decided that plaintiff should produce all phone records with redactions of any phone calls unrelated to the subject-matter of the action). These authorities establish that there is good cause to permit the Outside Directors to redact from their telephone records (or any other documents) entries reflecting phone calls unrelated to Enron

IV. CONCLUSION

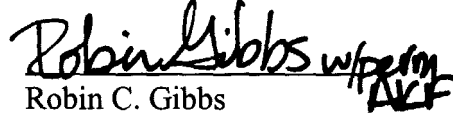
The Outside Directors have demonstrated that the grant of this protective order will cause **no delay** in these proceedings, because they stand ready **now** to produce their documents in redacted form. Although there is abundant authority establishing that good cause exists to protect the Outside Directors against the disclosure of this private information, Plaintiffs have refused to agree to any protective order--no matter how narrow.⁹ Accordingly, the Outside Directors were left with no alternative but to request that the Court enter an order precluding Plaintiffs from obtaining discovery of the Outside Directors' Tax Return Information, their Personal Financial Information, their Personal Identification Information, and their Personal Telephone Records.

⁹Plaintiffs first opposed a protective order in their Motion to Preclude at 18-19. Thereafter, the Outside Directors provided a draft of this motion to Plaintiffs for their review, in an effort to work out a reasonable protective order. Plaintiffs declined to do so, thus necessitating the filing of this motion.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Outside Director Defendants' Motion for Protective Order has been served by sending a copy via electronic mail to serve@ESL3624.com on this the 7th day of May, 2003.

I further certify that a copy of the foregoing Outside Director Defendants' Motion for Protective Order has been served via Certified Mail/Return Receipt Request on the following parties, who do not accept service by electronic mail on this the 7th day of May, 2003.

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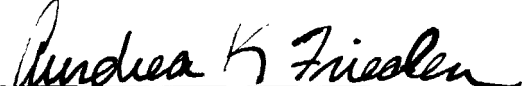
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Aundrea K. Frieden

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE ENRON CORPORATION
SECURITIES AND DERIVATIVE &
"ERISA" LITIGATION

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MDL 1446

MARK NEWBY, et al.,

Plaintiffs,

v.

ENRON CORPORATION, et al.,

Defendants.

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CIVIL ACTION NO: H-01-3624
AND CONSOLIDATED CASES

PAMELA M. TITTLE, on behalf of herself
and a class of persons similarly situated,
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CIVIL ACTION NO. H-01-3913
CONSOLIDATED CASES

ORDER

Pending before the Court is the Outside Director Defendants' Motion for Protective Order, which seeks protection from discovery of four categories of materials. Specifically, the Outside Directors have requested that the Court refuse to allow discovery of their Tax Return Documents, their non-Enron related Personal Financial Information, their Personal Identification Information, and non-Enron related Personal Telephone Records, and have requested the Court allow them to produce any such otherwise non-privileged responsive documents with the indicated information

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redacted. After having considered the motion, the briefing submitted in connection therewith, and the applicable authorities, and arguments of counsel, the Court has determined that the Outside Directors' Motion for Protective Order should be granted. Accordingly, the Court

ORDERS that the Outside Director Defendants' Motion for a Protective Order is GRANTED.

Signed at Houston, Texas, this ____ day of ____, 2003.

Hon. Melinda Harmon

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In re ENRON CORPORATION SECURITIES
LITIGATION

CLASS ACTION

Defendants.

**LEAD PLAINTIFF'S FIRST REQUEST FOR
PRODUCTION OF DOCUMENTS FROM
KENNETH L. LAY, JEFFREY K. SKILLING, ANDREW S. FASTOW,
RICHARD A. CAUSEY, JAMES V. DERRICK, JR., MARK A. FREVERT,
STANLEY C. HORTON, KENNETH D. RICE, RICHARD B. BUY,
LOU L. PAI, JOSEPH M. HIRKO, KEN L. HARRISON, STEVEN J. KEAN,
REBECCA P. MARK-JUSBASCHE, MICHAEL S. MCCONNELL,
JEFFREY MCMAHON, CINDY K. OLSON, JOSEPH W. SUTTON,
MARK E. KOENIG, KEVIN P. HANNON, LAWRENCE GREG WHALLEY,
ROBERT A. BELFER, NORMAN P. BLAKE, JR., RONNIE C. CHAN,
JOHN H. DUNCAN, WENDY L. GRAMM, ROBERT K. JAEDICKE,
CHARLES A. LEMAISTRE, JOE H. FOY, JOHN MENDELSON,
PAULO V. FERRAZ PEREIRA, JEROME J. MEYER, JOHN A. URQUHART,
JOHN WAKEHAM, CHARLS E. WALKER,
HERBERT S. WINOKUR, JR. AND FRANK SAVAGE**

Pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure, Lead Plaintiff hereby requests that defendants Kenneth L. Lay, Jeffrey K. Skilling, Andrew S. Fastow, Richard A. Causey, James V. Derrick, Jr., Mark A. Frevert, Stanley C. Horton, Kenneth D. Rice, Richard B. Buy, Lou L. Pai, Joseph M. Hirko, Ken L. Harrison, Steven J. Kean, Rebecca P. Mark-Jusbasche, Michael S. McConnell, Jeffrey McMahon, Cindy K. Olson, Joseph W. Sutton, Mark E. Koenig, Kevin P. Hannon, Lawrence Greg Whalley, Robert A. Belfer, Norman P. Blake, Jr., Ronnie C. Chan, John H. Duncan, Wendy L. Gramm, Robert K. Jaedicke, Charles A. Lemaistre, Joe H. Foy, John Mendelsohn, Paulo V. Ferraz Pereira, Jerome J. Meyer, John A. Urquhart, John Wakeham, Charles E. Walker, Herbert S. Winokur, Jr. and Frank Savage, respond fully to Lead Plaintiff's First Request for Production of Documents and produce for retention in the Court-ordered document depository the documents described herein within 30 days following the Court's ruling on the motion to dismiss, or at such other time as mutually agreed upon.

I. DEFINITIONS

1. "All" and "each." The terms "all" and "each" shall be construed as all/each.
2. "And" and "or." The connectives "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the request all responses that might otherwise be construed to be outside of its scope.
3. "Andersen," refers to Andersen and any of its members (as defined by ET §92.06, .09 and .19 of the American Institute of Certified Public Accountants Code of Professional Conduct), Arthur Andersen LLP, Andersen Worldwide S.C., and any of their member firms or offices, and any of Andersen's predecessors, successors, parents, subsidiaries, divisions, partnerships and branches; its international, foreign, national, regional and local offices; all present or former officers, directors, partners, employees, agents, attorneys, advisors, accountants, consultants and all other persons acting or purporting to act on its behalf.
4. "Business relationship" or "business affiliation" refers to any relationship, whether formal, informal, contractual or legal, concerning any employment, occupation, profession, or any commercial or business activity for monetary gain, personal gain or livelihood. "Business

relationship" or "business affiliation" also includes, without limitation, any monetary, asset, financial or labor investment.

5. "Chewco" means Chewco Investments, L.P.

6. "Communication" or "communications" refers to any exchange of information by any means of transmission, sending or receipt of information of any kind by or through any means including, but not limited to, speech, writings, documents, language (machine, foreign or otherwise) of any kind, computer electronics or electronic data, sound, radio or video signals, telecommunication, telephone, teletype, facsimile, telegram, microfilm, microfiche, photographic film of all types or other media of any kind. The term "communication" also includes, without limitation, all inquiries, discussions, conversations, correspondence, negotiations, agreements, understandings, meetings, notices, requests, responses, demands, complaints, or press, publicity or trade releases.

7. "Concerning" shall mean constituting, evidencing, reflecting, incorporating, effecting, including, or otherwise pertaining or relating, either directly or indirectly, or being in any way logically or factually connected with the subject matter of the inquiry or request. Requests for "documents concerning" any subject matter include documents concerning communication regarding that subject matter.

8. "Enron" means Enron Corp. and its predecessors, successors, divisions, direct or indirect subsidiaries, partnerships, limited partnerships, related parties, joint ventures, affiliates, SPEs (as defined herein), officers, directors, employees, partners, agents, assigns, attorneys, or anyone acting or purporting to act on its behalf.

9. The term "DASH" refers to Enron's deal approval sheets, or other approval documents such as transaction-approval worksheets.

10. "Document" or "documents" have the same meaning as "writings," which is defined in Fed. R. Civ. P. 34(a) and Fed. R. Evid. 1001 including, but not limited to, any electronically-stored documents, preliminary versions, drafts or revisions.

11. "DOJ" means the U.S. Department of Justice, and its directors, attorneys, employees, divisions, agents, assigns, or anyone acting or purporting to act on its behalf.

12. The term "Enron Defendants" means Kenneth L. Lay ("Lay"), Jeffrey K. Skilling ("Skilling"), Andrew S. Fastow ("Fastow"), Richard A. Causey ("Causey"), James V. Derrick, Jr., Mark A. Frevert, Stanley C. Horton, Kenneth D. Rice, Richard B. Buy ("Buy"), Lou L. Pai, Robert A. Belfer, Norman P. Blake, Jr., Ronnie C. Chan, John H. Duncan, Wendy L. Gramm, Robert K. Jaedicke, Charles A. LeMaistre, Joe H. Foy, Joseph M. Hirko, Ken L. Harrison, Mark E. Koenig, Steven J. Kean, Rebecca P. Mark-Jusbasche, Michael S. McConnell, Jeffrey McMahon, Cindy K. Olson, J. Mark Metts, Joseph W. Sutton, Kevin P. Hannon, Lawrence Greg Whalley, John Mendelsohn, Jerome J. Meyer, Paulo V. Ferraz Pereira, John A. Urquhart, John Wakeham, Charles E. Walker, Herbert S. Winokur, Jr. and Frank Savage, and includes, without limitation, their agents, attorneys, accountants, advisors, or other persons occupying similar positions or similar functions.

13. "FBI" means the U.S. Federal Bureau of Investigation.

14. "Financial Statements" includes, without limitation, the following, whether audited or unaudited, and whether final, interim, pro forma, complete or partial, consolidated, consolidating and unconsolidated balance sheets, statements of earnings, revenues, profits and losses, additional paid-in capital, retained earnings or source of application of funds, cash flow statements, notes to each of such statements, and any and all other statements and notes that relate to Enron past or present financial condition.

15. "Identify," when used to refer to a document, shall mean: (a) the date of each document; (b) the type of each such document (*i.e.*, correspondence, memorandum, business record, etc.); (c) the identity of the author(s) or preparer(s) of each such document; and (d) the present location of each such document or copies thereof.

16. "Identify," when used to refer to a natural person, shall mean to set forth that person's: (a) full name and title, if any; (b) present or last known address; (c) present or last known business and home telephone number(s); and (d) present or last known employer.

17. "Investment Banks" refers to defendant J.P. Morgan Chase & Co., defendant Citigroup, Inc., defendant Credit Suisse First Boston, defendant Canadian Imperial Bank of Commerce, defendant Bank of America Corp., defendant Merrill Lynch & Co., Inc., defendant Barclays PLC, defendant Deutsche Bank AG, defendant Lehman Brothers Holding, Inc., Goldman

Sachs or Morgan Stanley Dean Witter, or any of their subsidiaries, divisions, or predecessors, successors and any present or former officers, directors, employers, agents, or members, attorneys, accountants, advisors, and all other persons acting or purporting to act on their behalf.

18. "JEDI" means Joint Energy Development Investments Limited Partnership, including JEDI-I and JEDI-II.

19. "K & E" means Kirkland & Ellis, and its predecessors, successors, divisions, direct or indirect subsidiaries, officers, directors, employees, agents, assigns or anyone acting or purporting to act on its behalf.

20. "LJM" means LJM Cayman, LP and LJM2 Co-Investment L.P.

21. "Mahonia" means Mahonia Limited, Mahonia II Limited and Mahonia Natural Gas Limited.

22. "Person" or "persons" refers to natural persons, proprietorships, corporations, partnerships, trusts, joint ventures, groups, associations, organizations or governmental agencies or other agencies.

23. "Powers Committee" refers to the Special Investigation Committee of Enron, and its representatives and agents.

24. "Raptors" means Raptor I, Raptor II, and Raptor III.

25. "Rating Agencies" shall be construed to mean persons providing evaluations of securities investment and credit risk, including, without limitation, Duff & Phelps, L.L.C., McCarthy, Crisanti & Maffei ("MCM"), Fitch Ratings, Moody's Investors Service and Standard & Poors.

26. "SEC" means the U.S. Securities and Exchange Commission.

27. "SEC filings" means all documents or schedules filed or prepared for the purpose of filing with the SEC and any other state or federal regulatory agency, including, without limitation, Forms 8-K, 10-K, 10-Q, Schedules 13-D, 14A, 14D-1 and 14D-9 and any drafts thereof or amendments thereto.

28. "SPE" refers to all subsidiaries or entities listed in Exhibits A and B (attached hereto). "SPE" also includes, without limitation, any other Enron-related subsidiary, joint venture,

corporation, limited partnership, private investment limited partnership, intermediate holding company, or trust through which, by which, or to which Enron transferred its ownership of assets, liabilities, or debt. "SPE" also includes, without limitation, any other legal vehicle or entity Enron used for for asset securitization.

29. The term "telephone records" includes, without limitation, telephone directories, Rolodexes, messages, telephone logs, recordings of telephone conversations and telephone bills (local and long distance).

30. The term "Trusts" means Yosemite, Osprey Trust, Marlin Trust I, Marlin Water Trust I and II, Enron Capital Trust I and II and Atlantic Water Trust.

31. "V & E" means Vinson & Elkins L.L.P., Joseph C. Dilg, Max Hendrick, III, Trina Chandler, Bill Joohr, Keith Fullenweider, Ed Osterberg, and their predecessors, successors, divisions, direct or indirect subsidiaries, officers, directors, partners, employees, agents, assigns or anyone acting or purporting to act on its behalf.

32. "You" and "your" refer to the person responding to these Requests.

II. INSTRUCTIONS

1. In responding to these document Requests, you shall produce separately all documents available at the time of responding or which can be located or discovered by reasonably diligent efforts, including documents in the possession of your agents and representatives.

2. References to an individual, partnership, limited partnerships, SPE, limited liability company or corporation include any and all agents, employees, representatives and attorneys of that person or entity.

3. If you claim any form of privilege or any other objection, whether based on statute, common law or otherwise as a ground for not producing any requested document, please furnish a list identifying each document for which the privilege or other objection is claimed together with the following information:

- (a) the privilege being asserted;
- (b) the person on whose behalf the privilege is asserted;
- (c) a precise statement of the facts upon which the claim of privilege is based;

(d) identify the purported privileged document including:

- (i) its nature, *e.g.*, letter, memoranda, tape, etc.;
- (ii) the date it was prepared;
- (iii) the date the document bears;
- (iv) the date the document was sent;
- (v) the date it was received;
- (vi) the name of the person who prepared the document;
- (vii) the names of the persons who received the document;
- (viii) the name of each person to whom it was sent or was intended to be

sent, including all addressees and all recipients of copies; and

(ix) a statement of whom each identified person represented or purported to represent at all relevant times.

4. If you claim privilege or any other objection with regard to only part of a document, produce the part to which there is no objection.

5. Whenever a document is not produced in full or is produced in redacted form, so indicate on the document and state with particularity the reasons it is not being produced in full and describe to the best of your knowledge, information and belief, and with as much particularity as possible, those portions of the document which are being withheld.

6. If you are aware of any documents or copies thereof that may be responsive to these Requests but are no longer in your possession, custody or control, or have been lost or destroyed, identify each document in detail, including whether: (a) the document is missing, lost or destroyed; (b) the document has been transferred or delivered to another person and, if so, at whose request; (c) who prepared it; (d) to whom it was prepared for and sent to; (e) when it was prepared or sent; (f) the content of the document; (g) the person who destroyed it; and (h) why it was lost or destroyed.

7. If an individual Request is ambiguous in any way, please send a letter to the undersigned counsel describing the ambiguity and it will be promptly clarified in a reply letter. If an individual Request (or subpart thereof) is deemed to be unduly burdensome, please send a letter

to the undersigned counsel specifying the reason(s) why the Request is unduly burdensome and stating whatever information and knowledge you have of the information or documents called for in the Request, and (generally) an attempt will be made to rephrase the Request (or subpart thereof) in a reply letter to lessen the burdens of compliance. Any such reply letter may be treated by the parties to whom it is addressed as a modification of the particular Request.

8. Unless words or terms have been given a specific definition herein, each word or term used herein shall be given its usual and customary dictionary definition except where such words have a specific custom and usage definition in your trade or industry, in which case they shall be interpreted in accordance with such usual custom and usage definition of which you are aware. In construing the Requests herein: (a) the singular shall include the plural and the plural shall include the singular; and (b) a masculine, feminine or neuter pronoun shall not exclude the other genders, all to the end that the interpretation applied results in the more expansive production.

9. In making production, produce all documents as kept in the normal course of business and identify the file from which each document was taken.

III. TIME PERIOD

Unless stated otherwise, the time period to which these Requests refer is December 31, 1997 through the date of production. If a document prepared before this period is necessary for a correct or complete understanding of any document covered by a Request, you must produce the earlier or subsequent document as well. If any document is undated and the date of its preparation cannot be determined, the document shall be produced if otherwise responsive to the production Request.

IV. DOCUMENTS REQUESTED

REQUEST NO. 1:

All documents and all communications you produced to the SEC, DOJ, FBI, the U.S. Congress (including any committee or subcommittee thereof), any other federal, state or local executive, legislative, or judicial branch of government, or any investigatory or law enforcement agency or bureau, concerning Enron. Excluded from this Request are Enron's public filings with the SEC.

REQUEST NO. 2:

All personal files, chronological files, correspondence files, diaries, notebooks, notes, date books, calendars, appointment books, expense reports or logs, address books or telephone records, including data from PDAs, Network, and Palm devices, created or maintained by or for you concerning Enron.

REQUEST NO. 3:

All documents and all communications you provided to the Powers' Committee, including, without limitation, minutes, agendas, transcripts, or memoranda concerning any oral communications with the Powers Committee or any member of the Powers Committee or its representatives or agents.

REQUEST NO. 4:

All documents and all communications concerning any review or investigation concerning Enron's accounting or financial reporting (including, without limitation, allegations made by Sherron Watkins).

REQUEST NO. 5:

All documents and all communications concerning V & E's "Preliminary Investigation of Allegations of an Anonymous Employee," dated October 15, 2001, including, without limitation, all documents concerning the scope of the investigation of the allegations made by Sherron Watkins.

REQUEST NO. 6:

All documents and all communications concerning the terminations of Fastow, Causey, Buy, Kristina Mordaunt, Ben Glisan and the resignations of Lay and Skilling.

REQUEST NO. 7:

All minutes and agendas, including drafts (with exhibits, attachments, notes, Powerpoints or any other presentation materials), memoranda, and transcripts of all meetings of the Board of Directors of Enron or any committee or subcommittee thereof, including, without limitation, the Executive, Audit, Finance, Compensation, and Management Committees, or any other committee or closed session officer, director or executive meetings during the period from January 1, 1997 to December 31, 2001.

REQUEST NO. 8:

All Enron monthly, quarterly or annual Financial Statements, supporting schedules and adjusting journal entries.

REQUEST NO. 9:

All documents and all communications concerning Enron's or the SPE's past, current or projected financial condition, including budgets, financial status reports, and initial investment return analysis. (This Request is made without regard to the Time Period limitation in Section III herein.)

REQUEST NO. 10:

All documents and all communications concerning Enron's October 16, 2001 \$1-billion charge, including, without limitation:

- (a) \$287 million related to asset impairments recorded by Azurix Corporation;
- (b) \$180 million associated with the restructuring of Broadband Services; and
- (c) \$544 million related to investments.

REQUEST NO. 11:

All documents and all communications concerning the preparation, contents, and filing of Enron's November 8, 2001 Form 8-K.

REQUEST NO. 12:

All documents concerning Enron's SPEs, including, without limitation:

- (a) all internal communications by you or by the Enron Defendants, including executive summaries, notes, memoranda or electronic mail;
- (b) all communications between any of the Enron Defendants, including electronic mail, faxes or letters transmitted outside the office;
- (c) all communications between you and Andersen;
- (d) all communications between you and the Investment Banks;
- (e) all communications between you and V & E or K & E;
- (f) all communications between you and any other financial institution, accounting firm, auditing firm, investment banking firm or advisor; and

(g) all communications sent to, or prepared to be sent to, any person on your behalf.

REQUEST NO. 13:

All documents and all communications concerning your discussion, examination, review, approval or disapproval of any transaction or business affiliation (including, without limitation, equity investments) between any SPE, Trust or financial vehicle and (a) Enron, (b) the Enron Defendants, and (c) the Investment Banks. Included within this Request are all communications between you and Andersen, the Investment Banks, V & E, K & E, or any persons employed by or associated with Enron or Enron's SPEs.

REQUEST NO. 14:

All documents concerning your communications with Andersen, V & E, K & E, any Investment Bank, any Enron Defendant, any Enron officer or employee, or any other financial institution, accounting firm, auditing firm, investment banking firm, law firm or advisor concerning the accounting, financing or structuring of the SPEs or Trusts.

REQUEST NO. 15:

All documents and all communications concerning any waiver of conflict of interest of Enron's officers, directors or employees, including, without limitation, Fastow, Michael Kopper, Ben Glisan, Causey, Kristina Mordaunt, Kathy Lynn, or Anne Yaeger Patel.

REQUEST NO. 16:

All documents and all communications concerning the Board of Directors' waiving Enron's code of ethics to permit any officer or executive of Enron to transact business on behalf of any SPE or other entity with Enron.

REQUEST NO. 17:

All documents and all communications concerning the preparation of, use of, or failure to execute DASH sheets for any transaction between any person and any SPE.

REQUEST NO. 18:

All documents concerning your relationship to any SPE, including any position you held or maintained in the SPE.

REQUEST NO. 19:

All documents concerning any investment you made, either directly or indirectly, in any SPE or Trust, any return on any such investment, and all documents concerning any compensation, salary, wages, or any other monetary gain or loss received by you from any SPE or Trust.

REQUEST NO. 20:

All documents and all communications concerning the creation of JEDI, LJM, Chewco, the Raptors, Condor, Whitewing LLP, Mahonia, Delta, or the Trusts, including, without limitation, all documents and all communications between you and (a) Enron, (b) the Enron Defendants, (c) any SPE, (d) any Trust, (e) Andersen, (f) the Investment Banks, (g) V & E, or (h) K & E. Included within this Request are all documents and communications concerning the restructuring of the Raptors.

REQUEST NO. 21:

Documents that identify the investors in JEDI, Chewco, the Raptors, Condor, Whitewing LLP, Mahonia, Delta, or the Trusts.

REQUEST NO. 22:

All documents and all communications concerning New Power, New Power's initial public offering, Hawaii 125-0, and Porcupine, including, without limitation, all documents and all communications between you and (a) Enron, (b) the Enron Defendants, (c) any SPE, (d) any Trust, (e) Andersen, (f) the Investment Banks, (g) V & E, or (h) K & E. Included within this Request are all documents and all communications concerning the reasons underlying Enron's transfer of its warrants in New Power to Hawaii 125-0 and Enron's accounting for losses caused by declines in New Power's stock price.

REQUEST NO. 23:

All documents concerning the evaluation, engagement or retention of any financial institution, accounting firm, auditing firm, investment banking firm, or law firm (including, without limitation, Andersen, the Investment Banks, V & E and K & E) to provide services to Enron or to the SPEs, including, without limitation, all documents concerning the duties and responsibilities of Andersen, the Investment Banks, V & E, and K & E.

REQUEST NO. 24:

All documents and all communications concerning projected and actual customers of, and projected and actual revenues and earnings from, the Enron Intelligent Network, and any other Enron Broadband service, such as financing, investments, video-on-demand, trading capacity and derivatives. Included within this Request are all documents and all communications concerning whether Enron should change, modify, or discontinue any assumption(s) it used to calculate, estimate or project customers, revenues and earnings, including the meeting of Skilling, Cliff Baxter and Rice with analysts during which those three individuals valued the Broadband business at \$30 per share.

REQUEST NO. 25:

All documents and all communications concerning the projected and actual completion dates of the Enron Intelligent Network and the Enron Telecom Network, including, without limitation, documents concerning the progress made in deploying or completing the Enron Intelligent Network (including, without limitation, the delivery of high-speed communication services to end users or customers). Included within this Request are all documents and all communications concerning whether Enron should change, modify, or discontinue any assumption it used to calculate, estimate or project completion or use of the Enron Intelligent Network.

REQUEST NO. 26:

All documents and all communications concerning "mark-to-market" accounting, including, without limitation, use of mark-to-market accounting in the Blockbuster-Enron Video-On-Demand joint venture, and Daily Risk or Positions Reports disseminated within Enron North America, which was delivered to all Enron executive defendants.

REQUEST NO. 27:

All documents and all communications concerning Enron's Video-On-Demand joint venture with Blockbuster, including, without limitation, all documents and all communications concerning:

- (a) reasons or purposes for establishment of the Braveheart partnership;
- (b) the functionality of Enron's Video-On-Demand services;

(c) any revenues recorded from Enron's Video-On-Demand joint venture or the Bravehart partnership;

(d) trial customers, actual customers, projected demand and actual demand for Enron's Video-On-Demand services, including, without limitation, services provided by the Bravehart partnership;

(e) ownership interest of or in the Braveheart partnership; and

(f) transaction documentation.

REQUEST NO. 28:

All documents and all communications concerning how Video-On-Demand services were intended to be transmitted, and actually were transmitted, to end users or customers, including, without limitation, transmission via Enron's broadband network, the Internet or the World Wide Web, and any telephone-related networks, such as digital subscriber lines and specialty set-top boxes for coding and decoding data transmission. Included within this Request are all documents and all communications concerning whether Enron should change, modify, or discontinue any assumption(s) it used to calculate, estimate or project customers, revenues and earnings.

REQUEST NO. 29:

All documents and all communications concerning any transfer of rights, including, without limitation, the sale, purchase, lease or any other transaction or series of transactions of indefeasible rights of use of fiber optic cables (including, without limitation, bandwidth or capacity) including, without limitation, any dark-fiber transaction between Enron or any SPE and Global Crossing Ltd., Qwest Communications, Level 3 Communications, 360 Communications, or similar companies.

REQUEST NO. 30:

All documents and all communications concerning Enron's or any SPE's or Trust's recognition of revenue from any purchase, sale, lease, swap, trade or any other transaction concerning indefeasible rights of use of fiber-optic cables (including, without limitation, bandwidth or capacity) including, without limitation, documents and communications with Talk America, Qwest Communications, Level 3 Communications, 360 Communications, or similar companies.

without limitation, documents summarizing: (a) stock held by you; (b) options held by you, their grant date, vesting date, exercise date, expiration date, and price; (c) phantom stock; (d) deferred compensation; (e) arranged bonuses; and (f) any other interest in a SPE or Enron affiliate. (This Request is made without regard to the Time Period limitation set forth in Section III herein.)

REQUEST NO. 37:

All documents concerning your or any Enron officer's compensation, employment, severance, retention bonus, performance unit plan, non-competition, change-of-control, or consulting agreements, or other corporate perquisites, including, without limitation, executed and all draft copies of any such agreements. (This Request is made without regard to the Time Period limitation set forth in Section III herein.)

REQUEST NO. 38:

All documents concerning loans made by Enron, any SPE, or any Trust to you or to any of the Enron Defendants, or any agreements by which you or Enron's officers or directors borrowed money or received any incentives or any gifts from Enron, any SPE, or any Trust. (This Request is made without regard to the Time Period limitation set forth in Section III herein.)

REQUEST NO. 39:

All documents and all communications concerning press releases, published articles, financial analysts' reports and rating agencies' reports, and all drafts thereof, concerning Enron or Enron's SPEs, including Enron-sponsored analyst meetings and teleconferences.

REQUEST NO. 40:

All documents and all communications you had with the Rating Agencies, and those persons who lobbied rating agencies for Enron.

REQUEST NO. 41:

All documents and all communications to or from any securities or financial analysts concerning Enron, including, without limitation, all documents to or from the Investment Banks.

REQUEST NO. 42:

All documents concerning SEC filings concerning Enron, its spin-offs, and Enron's investments in firms who file with the SEC.

REQUEST NO. 31:

All documents and all communications concerning transactions concerning rights of way for the potential or actual deployment or installation of fiber-optic cable, including, without limitation, Enron's, any SPE's, or any Trust's recognition of revenue from any purchase, sale, lease, swap or any other rights of way transactions.

REQUEST NO. 32:

All documents and all communications concerning Enron International's valuation of assets, including all determinations to write down an asset.

REQUEST NO. 33:

All documents, communications, and financial statements at any period of time concerning: Wessex Water, Dabhol Power plant, Cuiaba power plant, Nowa Sarzyna power plant, MEGS LLC, Sarlux Power Project, Enron Piti Power Project, Electricidade e Servicos SA, and PromiGas, and any other Enron international project developed, constructed, sold in whole or in part, or in which Enron had an interest, and all international projects that cost more than \$500,000 for internal development costs, and projects carried over to reorganized business units after January 2000.

REQUEST NO. 34:

All documents concerning any business relationship (including, without limitation, any management agreement, partnership agreement, consulting agreement, or any other agreement) between you and (a) Enron, (b) any SPE, (c) any Trust, (d) the Investment Banks, (e) any of the Enron Defendants, (f) Andersen, (g) V & E, (h) K & E. (This Request is made without regard to the Time Period limitation set forth in Section III herein.)

REQUEST NO. 35:

All documents identifying any business affiliation (including, without limitation, common board memberships or common membership in any business organization) between you and the Enron Defendants, the SPEs, the Trusts, the Investment Banks, Andersen, V & E or K & E.

REQUEST NO. 36:

All documents concerning your purchases, sales, gifts, grants, options, or ownership, either directly, indirectly or beneficially, of Enron securities or derivatives of any type or class, including,

REQUEST NO. 43:

All documents concerning the location and identification, by name and account number, of any off-shore bank, brokerage, trust, or other accounts owned or in which you, your current or former spouse, or your minor children have any interest.

REQUEST NO. 44:

All documents concerning the salaries, bonuses, stock, phantom stock, deferred compensation, derivatives or any other payments or compensation you received from Enron or from any SPE.

REQUEST NO. 45:

All documents, including trade confirmation slips, concerning the purchase, sale, exercise, pledge, grant, encumbrance, ownership, transfer or other disposition or disposal of any Enron security or derivative (including, without limitation, zero-cost or costless collars) or the granting or exercising of any stock option for any Enron security, including documents that identify the brokerage, bank, trust, or other person through whom or which the security or derivative was transacted, all documents sufficient to show the following:

- (a) the date of any such transaction;
- (b) the number and type of securities or derivatives purchased, acquired, vested, exercised, sold, transferred, pledged or otherwise disposed of;
- (c) the price per share for which the securities or derivatives were purchased, acquired, vested, exercised, pledged, sold, transferred or otherwise disposed of;
- (d) in the case of a sale, transfer or disposition of Enron securities or derivatives, the net proceeds realized;
- (e) options granted and exercised;
- (f) the purpose or reason for the purchase, acquisition, pledge, encumbrance, transfer, sale, exercise, or other disposition; and
- (g) the full utilization of the proceeds from any such purchase, sale, exercise, pledge, grant, encumbrance, ownership, transfer or other disposition.

This request is made without regard to whether any transaction was reported in any SEC public filing, including, without limitation, SEC Form 4 or Form 144.

REQUEST NO. 46:

All documents identifying the location of proceeds from your sale, exercise, pledge, grant, encumbrance, transfer or other disposition of Enron securities or derivatives, including, without limitation, any assets derived from such proceeds, by institution, account number and account name, or, if the proceeds or assets are in the control of a person or entity other than you, the identity and location of that person or entity.

REQUEST NO. 47:

All documents, including statements, check registers, check books, and canceled checks, concerning any off-shore account at any bank, brokerage, trust, partnership, or other person in which you, your current or former spouse, or minor children, has or have held a beneficial interest.

REQUEST NO. 48:

All personal federal income tax returns and related schedules for the tax years 1998 to the present, and all such returns and schedules filed by any trust, partnership, limited partnership, corporation, association, or other entity in which you are or were an officer, director, partner, limited partner, trustee, principal, or other controlling or participating party, and any schedules reporting income from non-U.S. sources.

REQUEST NO. 49:

All documents concerning any policy, procedure or practice concerning the preservation or destruction of the documents or electronic data or types of documents or electronic data sought herein.

REQUEST NO. 50:

All documents and all communications concerning the retention of any document shredding or destruction firm, including, without limitation, Shredco.

REQUEST NO. 51:

All documents and communications concerning (a) your intended or actual use of any document shredding or destruction firm's services, (b) your shredding, disposal, or deletion of any

documents, electronic data, or communications, and (c) your communications with any person instructing, directing, or coordinating the shredding, disposal, or deletion of any documents, electronic data, or communications.

REQUEST NO. 52:

All documents concerning insurance policies or indemnification agreements that may provide coverage to you or to any defendant for any claims or causes of action asserted in this action or that may provide reimbursement for payments made in defense of this action, including, without limitation, loss mitigation insurance or liability-sharing arrangements, including options to purchase such insurance or sharing arrangements, whether acquired before or after the initiation of the litigation.

DATED: May 17, 2002

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DECLARATION OF SERVICE BY E-MAIL, FACSIMILE OR UPS

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and a resident of the County of San Diego, over the age of 18 years, and not a party to or interest in the within action; that declarant's business address is 401 B Street, Suite 1700, San Diego, California 92101.

2. That on May 17, 2002, declarant served the foregoing document by sending via e-mail, facsimile or UPS overnight to the parties as indicated on the attached Service List, pursuant to the Court's April 10, 2002 Order Regarding Service of Papers and Notice of Hearings.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 17th day of May, 2002, at San Diego, California.

/S/
DEBBIE GRANGER

SERVICE LIST
May 17, 2002

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any "lockdown" period or any consideration thereof and any documents that refer or relate thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 62:

All documents concerning Enron Stock Fund Information Sheets and any documents that refer or relate thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 63:

All schedules of purchases, sales and holdings of shares of Enron stock or the Enron Corp. Stock Fund by any Plan, and any documents that refer or relate thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 64:

All documents that relate to the performance of any investment or investment option in any Plan, including performance as measured against any benchmark, any communications to any Participant relating thereto, and any documents that refer or relate thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 65:

All communications to or from Enron employees relating to any "blackout," "lockdown" "transition period," or constructive lockdown of any Plan or any account during any part of October or November 2001.

RESPONSE:

REQUEST FOR PRODUCTION NO. 66:

All documents relating to any decision to maintain the lockdown, transition period or blackout during any period during any portion of October and November 2001.

RESPONSE:

REQUEST FOR PRODUCTION NO. 67:

All communications with Enron or any officers of Enron regarding any lockdown, transition period or blackout, or inability of participants to trade in, or have access to, their accounts.

RESPONSE:

REQUEST FOR PRODUCTION NO. 68:

All documents referring to Hewitt Associates.

RESPONSE:

REQUEST FOR PRODUCTION NO. 69:

All communications with Hewitt Associates concerning any Plan.

RESPONSE:

REQUEST FOR PRODUCTION NO. 70:

All communications concerning the ability or inability of participants to have on line access to their accounts.

RESPONSE:

REQUEST FOR PRODUCTION NO. 71:

All documents maintained at the site "benefits.enron.com."

RESPONSE:

REQUEST FOR PRODUCTION NO. 72:

All documents provided to any governmental agency or committee investigating Enron.

RESPONSE:

UNITED STATES DISTRICT COURT
DISTRICT OF TEXAS – SOUTHERN DIVISION

PAMELA M. TITTLE, on behalf of herself
and a class of persons similarly situated,

Plaintiffs,

v.

ENRON CORP., an Oregon corporation, et al.,

Defendants.

No. H 01-3913

SUBPOENA IN A CIVIL CASE

TO: Charls Walker
c/o Jeremy L. Doyle
Gibbs & Bruns, LLP
1100 Louisiana Street, Suite 5300
Houston, Texas 77002

☐ YOU ARE COMMANDED to appear in the United States District Court at the place, date, and time specified below to testify in the above case.

PLACE OF TESTIMONY

COURTROOM

DATE AND TIME

☐ YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case

PLACE OF DEPOSITION

DATE AND TIME

☒ YOU ARE COMMANDED to produce and permit inspection and copying of the documents identified in the annexed Schedule A, section IV at the place, date, and time specified below (list documents or objects):

PLACE

Campbell, Harrison & Dagley, LLP
4000 Two Houston Center, 909 Fanin Street
Houston, Texas 77010

DATE AND TIME

May 10, 2002, 9:30 A.M.

☐ YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES

DATE AND TIME

Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b)(6).

ISSUING OFFICER SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)

DATE

APRIL 29, 2002

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

Steve W. Berman
HAGENS BERMAN LLP
1301 Fifth Avenue, Suite 2900
Seattle, WA 98101 — 206.623.7292
Attorney for Plaintiffs

PROOF OF SERVICE	
DATE _____	PLACE _____
ISSUED ON (PRINT NAME) _____	MANNER OF SERVICE _____
SERVED BY (PRINT NAME) _____	TITLE _____

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on _____
DATE

SIGNATURE OF SERVER

ADDRESS OF SERVER

Rule 45, Federal Rules of Civil Procedure, Parts C&D.

(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance;

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial

be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or

(iv) subjects a person to undue burden

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest

SCHEDULE A

INSTRUCTIONS

Pursuant to the Court's Scheduling Order, plaintiffs propound the following Requests for Production:

1. In responding to these requests, you shall produce all responsive documents which are in your possession, custody or control or in the possession, custody or control of your predecessors, successors, parents, subsidiaries, divisions, or affiliates, or any of your respective directors, officers, managing agents, agents, employees, attorneys, accountants, or other representatives. A document shall be deemed to be within your control if you have the right to secure the document or a copy of the document from another person having possession or custody of the document.

2. In responding to these requests, you shall produce all responsive documents available at the time of production and you shall supplement your responses as required by Rule 26(e) of the Federal Rules of Civil Procedure.

3. Pursuant to the Federal Rules of Civil Procedure, you are to produce for inspection and copying by plaintiffs, original documents as they are kept in the usual course of business, or you shall organize and label them to correspond with the categories in these requests.

4. If any responsive document was, but is no longer in your possession or subject to your control, state whether it is (a) missing or lost; (b) destroyed; (c) transferred voluntarily or involuntarily to others; or (d) otherwise disposed of, and in each instance identify the name and address of its current or last known custodian, and the circumstances surrounding such disposition.

5. If any document responsive to these requests is withheld under a claim of privilege or upon any other ground, as to each such document, identify the privilege

being asserted and provide the following information in sufficient detail to permit the court to rule on your claim:

- a. the date, author, primary addressee and secondary addressees or persons copied, including the relationship of those persons to the client and/or author of the document;
- b. a brief description sufficient to identify the type, subject matter and purpose of the document;
- c. all persons to whom its contents have been disclosed; and
- d. the party who is asserting the privilege.

6. If a portion of any document responsive to these requests is withheld under claim of privilege pursuant to Instruction 5, any non-privileged portion of such document must be produced with the portion claimed to be privileged redacted.

7. You are to produce each document requested herein in its entirety, without deletion or excision (except as qualified by Instructions 5 and 6 above) regardless of whether you consider the entire document to be relevant or responsive to the requests.

8. The singular shall include the plural, and the disjunctive shall include the conjunctive, and vice versa.

9. "And" shall include the term "or," and the term "or" shall include the term "and," such that each document request calls for the production of the greatest number of documents.

DEFINITIONS

1. "Document" or "documents" have the same meaning as "writings," which is defined in Fed. R. Civ. P. 34(a) and Fed. R. Evid. 1001 including, but not limited to, any electronically-stored documents, preliminary versions, drafts or revisions.

2. "Refer" or "relate" or "referring" or "relating" means all documents which comprise, reflect, record, memorialize, embody, discuss, evaluate, consider, review or

report on the subject matter of the request or were reviewed in conjunction with, or were created, generated or maintained as a result of the subject matter of the request.

3. "Enron" or "Enron Corp." refers to the Enron Corporation, any of its subsidiaries, divisions or affiliates and any present and former officers, directors, employees, agents, representatives or members of the Board of Directors of Enron, its attorneys, accountants, advisors and all other persons acting or purporting to act on its behalf.

4. "Enron Corp. Savings Plan" refers to the eligible individual account Plan within the meaning of ERISA § 407 (29 U.S.C. § 1107) sponsored by Enron Corp. for its employees, former employees and their beneficiaries.

5. "ERISA" refers to the Employment Retirement Income Security Act of 1974 § 404(a)(29 U.S.C. § 1104(a)(2)).

6. "Enron stock" refers to shares of Enron Corp. Common Stock and/or Enron Corp. Cumulative Second Preferred Convertible Stock and/or any other security or shares held at anytime by any of the Plans and/or in one of more of the Plans' Enron Corp. Stock Funds (or the predecessor or successor to such Fund).

7. "EOGR stock" refers to shares of EOG Resources, Inc. or Enron Oil & Gas Company and/or any other security or shares held at anytime by any of the Plans and/or in one or more of the Plans' EOG Stock Funds (or the predecessor or successor to such Fund).

8. "Individual Defendants" refers to defendants Mary K. Joyce, Robert A. Belfer, Norman P. Blake, Ronnie C. Chan, John H. Duncan, Wendy L. Gramm, Ken L. Harrison, Lou Pai, Ken Rice, Mark Frevert, Joe Sutton, Clifford Baxter, Joe Hirko, Mark Koenig, Steven Kean, Richard Buy, Michael McConnell, J. Mark Metts, Stan Horton and Jeffrey McMahon. Robert K. Jaedicke, Kenneth Lay, Charles A. Lemaistre, Jeffrey K. Skilling, John A. Urquhart, John Wakeham, Herbert S. Winokur, John Mendelsohn, Jerome J. Meyer, Rebecca Mark-Jusbasche, Paulo V. Ferraz Pereira, Frank Savage,

James V. Derrick, Jr., D. Stephen Goddard, Jr., Michael J. Kopper, James S. Prentice, Philip J. Bazelides, Joe H. Foy, William D. Gathman, David B. Duncan, Andrew S. Fastow, Richard A. Causey, John and Jane Does 1-20, John and Jane Does 1-30 – Fiduciaries, Richard Roes 1-30 – Enron Corporation Directors and Insiders, Does 1-100 and their agents, attorneys, advisors, accountants and all other persons acting or purporting to act on their behalf.

9. “Defendants” refers to Enron, the Individual Defendants, The Northern Trust Company, Northern Trust Retirement Consulting, LLC, Hewitt Associates, LLC, Enron Corp. Savings Plan Administrative Committee, The Administrative Committee of the All-Employee Stock Option Program, The Administrative Committee of the Enron Corp. Cash Balance Plan, The Administrative Committee of the Enron Employee Stock Ownership Program, Andersen LLP, or any of them.

10. “Agent” means any contract employee, law firm, accounting firm, entity or individual hired by Defendants to perform services for any of them during the Relevant Time Period, including but not limited to, Vinson & Elkins and any attorneys, firms, companies or entities hired in connection with this litigation.

11. “Participant” or “Beneficiary” refers to any current or former employee who maintained an account in the Enron Corp. Savings Plan, the All Employee Stock Option Program, Enron Corp. Cash Balance Plan or the Enron Employee Stock Ownership Plan.

12. “Plan” refers to the Enron Corp. Savings Plan, the all Enron Employee Stock Option Plan (“ESOP”), the Enron Corp. Cash Balance Plan and the All Employee Stock Ownership Plan, and include but is not limited to Plan No. 01, the Enron Savings Plan, a defined contribution 401(k) plan; Plan No. 08, the Enron Corporation Retirement Plan, renamed the “Cash Balance Plan,” a defined benefit plan; Plan No. 09, the Enron Corporation Employee Stock Ownership Plan, a bonus employee stock ownership plan

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("ESOP"); Plan 333, also an Enron Corporation Savings Plan, a 401(k) plan; and Plan 335, another Enron Corporation Ownership Plan, an ESOP plan.

13. "Transition," "Lockdown" or "Blackout" refers to any time period in which Enron employees did not have access to the funds in their account.

14. "Constructive Lockdown" refers to any period when Enron employees did not have on line access to their accounts.

15. "Administrative Committee" refers to the Enron Corp. Savings Plan Administrative Committee, The Administrative Committee of the All-Employee Stock Option Program, The Administrative Committee of the Enron Corp. Cash Balance Plan, The Administrative Committee of the Enron Employee Stock Ownership Program or any of them.

16. "Person" or "persons" refers to natural persons, proprietorships, governmental agencies, corporations, partnerships, trusts, joint ventures, groups, associations, organizations and all other entities.

17. "Communicate" or "communication" refers to every manner or means of disclosure, transfer or exchange of information orally or in writing.

18. "Concerning" means relating to, referring to, describing, evidencing or constituting.

19. "Meeting" refers to the contemporaneous presence of any natural persons (including by telephone) for any purpose, whether or not such presence was by chance or prearranged, and whether or not the meeting was formal or informal or occurred in connection with some other activity.

RELEVANT TIME PERIOD

All requests herein refer to the period from January 1, 1994 to the present and include all documents and information that relate to that period, even though prepared or published outside of that period.

REQUEST FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1:

All written instruments (as defined in ERISA § 402(a), 29 U.S.C. § 1102(a)) for each of the Plans that were in effect at any point during the relevant time, including any and all amendments, exhibits, or appendices thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 2:

All summary plan descriptions (as defined in ERISA § 102, 29 U.S.C. § 1102) for each of the Plans that were in effect at any point during the relevant time, and any and all summaries or statements of material modification thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 3:

All Trust Agreements and instruments for each of the Plans that were in effect at any point during the relevant time, including any and all amendments thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 4:

All IRS Form 5500 reports for each of the Plans that were prepared or filed at any point during the relevant time, including all schedules and attachments thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 5:

All summary annual reports, audited financial statements, financial statements, statements of financial condition or income, and actuarial reports, valuations and analyses, and all exhibits, appendices, notes and attachments thereto, for each of the Plans that were prepared at any point during or that otherwise relate to the relevant time.

RESPONSE:

REQUEST FOR PRODUCTION NO. 6:

All SEC 11-Ks and SEC Form S-8s that were prepared or filed at any point during the relevant time, including all schedules and attachments thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 7:

All documents relating to all work performed for any of the Plans by Andersen, LLP, including all documents reflecting fees paid to Andersen for such work.

RESPONSE:

REQUEST FOR PRODUCTION NO. 8:

All documents constituting, describing or otherwise referring or relating to any and all investment guidelines, policies or procedures with respect to the management of the Plans' assets which have been in force, considered or proposed during the relevant time, including guidelines, policies and procedures with respect to the evaluation, selection, monitoring, retention and liquidation of investments, including but not limited to the Plans' investments in Enron or EOG stock.

RESPONSE:

REQUEST FOR PRODUCTION NO. 9:

All documents constituting, describing or otherwise referring or relating to any and all guidelines, policies or procedures with respect to evaluation and provision of investment management and other services provided to the Plans, the Committee or other fiduciaries which have been in force, considered or proposed during the relevant time.

RESPONSE:

REQUEST FOR PRODUCTION NO. 10:

All documents constituting, describing or otherwise referring or relating to any and all policies, practices and decisions made with respect to the funding of the Cash Balance Plan which have been in force, considered or proposed during the relevant time.

RESPONSE:

REQUEST FOR PRODUCTION NO. 11:

All documents constituting, describing or otherwise referring or relating to any and all policies, procedures, practices and decisions with respect to the evaluation, selection, monitoring and retention of Committee, investment managers and other fiduciaries, service providers, and other persons with responsibilities with respect to the Plans, which have been in force, considered or proposed during the relevant time.

RESPONSE:

REQUEST FOR PRODUCTION NO. 12:

All documents regarding the Committee's implementation of the "Fiduciary Provisions" of the Enron 401(k) Plan, including but not limited to the requirement that that the Committee "diversify[] the investments of the Plan so as to minimize the risk of large losses, unless under the circumstances it is prudent not to do so," Plan § XV.3(c).

RESPONSE:

REQUEST FOR PRODUCTION NO. 13:

All documents regarding policy and procedures with respect to whether the Enron 401(k) Plan could, would or should qualify as a "404(c)" Plan, *i.e.*, a plan relieving fiduciaries from certain liabilities under certain circumstances in conformance with regulations promulgated by the Department of Labor under ERISA § 404(c), 29 U.S.C. § 1104(c), including all documents reflecting all actions taken by the Committee or any person in an attempt to comply with such regulations.

RESPONSE:

REQUEST FOR PRODUCTION NO. 14:

All documents regarding Enron's compliance, and the Committee's inquiry into Enron's compliance, with the requirements of Section 10(a) of the 1933 Act, 15 U.S.C. § 77j, at or before the time of Enron's sale of Enron stock to participants, as required by Section 5(b)(2), 15 U.S.C. 77e(b)(2), including but not limited to Enron's compliance with Securities and Exchange Commission ("SEC") Release No. 33-6867, Section II. A, F (June 6, 1990) and delivery to Plan participants of a prospectus containing specified types of information regarding the offering so as to enable participants to make informed decisions whether or not to invest their money in those securities.

RESPONSE:

REQUEST FOR PRODUCTION NO. 15:

All documents relating to formal or informal meetings, discussions, conversations, and/or exchanges between or among any of the Committee Members, fiduciaries and/or other persons with respect to the Plans during the relevant time, including summaries, notes, transcriptions, recordings, presentations, reports, proposals, analyses, proposed or final minutes of such meetings, proposed and final agendas for such meetings, and all documents generated, prepared, distributed or reviewed for, before, during or after such meetings, discussions, conversations and/or exchanges.

RESPONSE:

REQUEST FOR PRODUCTION NO. 16:

All documents constituting, describing or otherwise referring or relating to the internal operating or governing procedures, rules, and guidelines of the Committee, including any guidelines relating to reporting to Enron or the person(s) within Enron responsible for the appointment, selection, removal and monitoring of the Committee and its Members.

RESPONSE:

REQUEST FOR PRODUCTION NO. 17:

All documents relating to any advice, formal or informal, the Committee and/or the Plans solicited or received from any person, including but not limited to Kenneth Lay

and Jeffrey Skilling, during the relevant time with respect to the administration of the Plans or the investment of assets of the Plans.

RESPONSE:

REQUEST FOR PRODUCTION NO. 18:

All documents relating to the PriceWaterhouseCooper's proposal referenced in the Committee's September 18, 2001 meeting minutes.

RESPONSE:

REQUEST FOR PRODUCTION NO. 19:

All documents pertaining to the Plans or the Committee or its Members in the possession, custody or control of Cythnia Barrow and/or any other person who has acted as Committee Secretary; in the possession, custody or control of Mikie Rath; and in the possession, custody or control of Jim Newgard.

RESPONSE:

REQUEST FOR PRODUCTION NO. 20:

All documents describing or relating to the Committee Members' qualifications, training and experience to serve as Plan fiduciaries, including but not limited to all personnel and employment records relating to each Member.

RESPONSE:

REQUEST FOR PRODUCTION NO. 21:

All documents pertaining to each Committee Members' investment or spouse's investment in Enron or EOG stock during the relevant time.

RESPONSE:

REQUEST FOR PRODUCTION NO. 22:

All documents pertaining to each Committee Members' movement, transfer, shifting, or sale of such Members' personal assets to a spouse, a relative or trust since October 15, 2001.

RESPONSE:

REQUEST FOR PRODUCTION NO. 23:

All documents regarding Enron or Enron's financial condition in each Committee Members' physical possession during any period of time that he or she served as a Committee Member or the one-year period prior to such service.

RESPONSE:

REQUEST FOR PRODUCTION NO. 24:

All documents pertaining to the Plans or Enron or EOG stock in the possession, custody or control of any current or former Committee Member.

RESPONSE:

REQUEST FOR PRODUCTION NO. 25:

All documents produced, generated, created or received by or at the direction of or with the assistance or contribution of Paula H. Rieker regarding Enron stock or Enron's financial condition during the period she served as a Member of the Committee or the one-year prior to her appointment to the Committee, including any documents pertaining to a March 2001 *Fortune* magazine article regarding Enron.

RESPONSE:

REQUEST FOR PRODUCTION NO. 26:

All documents produced, generated, created or received by or at the direction of or with the assistance or contribution of Tod Lindholm regarding Enron stock or Enron's financial condition or any of the "LJM" partnerships during the period he served as a Member of the Committee or the two years prior to his appointment to the Committee.

RESPONSE:

REQUEST FOR PRODUCTION NO. 27:

All documents reflecting communications between Cindy K. Olson and Kenneth Lay, between Cindy K. Olson and Andrew Fastow, and Cindy K. Olson and Sherron Watkins from August 1, 2001 to the present.

RESPONSE:

REQUEST FOR PRODUCTION NO. 28:

All documents regarding Cindy K. Olson's appointment to, removal from and reappointment to the Enron Executive Committee.

RESPONSE:

REQUEST FOR PRODUCTION NO. 29:

All documents regarding Cindy K. Olson's relationship with Linda Lay, including all communications between Cindy K. Olson and Linda Lay.

RESPONSE:

REQUEST FOR PRODUCTION NO. 30:

All documents regarding the amendment and the implementation of the amendment to the Enron Corporation Retirement Plan and ESOP discussed in Department of Labor Advisory Opinion 94-42A (December 9, 1994).

RESPONSE:

REQUEST FOR PRODUCTION NO. 31:

All documents relating to investment or continued investment of Plan assets in Enron or EOG stock.

RESPONSE:

REQUEST FOR PRODUCTION NO. 32:

All documents created, generated, produced, authored, received, reviewed, or considered by any Defendant or any other person relating to the reasons for, prudence, benefits, costs, risks and/or disadvantages of, using Enron or EOG stock, or particular concentrations of Enron or EOG stock, for the investment of Plan assets.

RESPONSE:

REQUEST FOR PRODUCTION NO. 33:

All documents relating to the initial decision to offer the Enron stock, or the Enron Corp. Common Stock Fund as an Investment Fund, to participants in the 401(k) Plan and all documents relating to any periodic decisions to continue such offering or due diligence reviews with respect such continued offering.

RESPONSE:

REQUEST FOR PRODUCTION NO. 34:

All documents relating to the provision(s) of the 401(k) Plan indicating that participants' Company Contribution Accounts should be invested "primarily" in shares of Enron or EOG stock, including but not limited to all interpretations of those provisions and all decisions or acts reflecting the Committee's implementation of such provision(s), including all due diligence documents, and all documents relating to any consideration given to the possible investment of some or all of the Company Contribution Accounts in investment vehicles other than Enron or EOG stock.

RESPONSE:

REQUEST FOR PRODUCTION NO. 35:

All documents created during the relevant time describing, discussing or relating to the desirability of investing Plan assets in Enron or EOG stock.

RESPONSE:

REQUEST FOR PRODUCTION NO. 36:

All documents created during the relevant time constituting, describing or otherwise relating or referring to all legal analyses or advice provided to the Committee. Enron or any person regarding the propriety of the investment or continued investment of the Plans' assets in Enron or EOG stock.

RESPONSE:

REQUEST FOR PRODUCTION NO. 37:

All documents relating to the process(es) established by the Committee or any other person on behalf of the Committee for monitoring the prudence of Enron or EOG stock for the investment of Plan assets, including all documents evaluating or relating to the investment performance of Enron or EOG stock or analyzing Enron's financial condition or the perception of Enron's financial condition by the market.

RESPONSE:

REQUEST FOR PRODUCTION NO. 38:

All documents reflecting, relating or referring to any consideration given to discontinuing the use of Enron or EOG stock as an Investment Fund or a vehicle for the investment of the Company match.

RESPONSE:

REQUEST FOR PRODUCTION NO. 39:

All documents constituting or referring to presentations to groups of employees where the subject of any plan was discussed.

RESPONSE:

REQUEST FOR PRODUCTION NO. 40:

All PowerPoint presentations made to employees concerning any plan or the financial condition of Enron.

RESPONSE:

REQUEST FOR PRODUCTION NO. 41:

All documents from which Plaintiffs can identify all participants of each of the Plans who at any point during the relevant period held or owned beneficial interests in Enron or EOG stock or whose benefits were calculated or offset by reference to Enron or EOG stock.

RESPONSE:

REQUEST FOR PRODUCTION NO. 42:

All documents from which Plaintiffs can track the holdings in Enron or EOG stock of all participants of each of the Plans who at any point during the relevant period held or owned beneficial interests in Enron or EOG stock or whose benefits were calculated or offset by reference to Enron or EOG stock.

RESPONSE:

REQUEST FOR PRODUCTION NO. 43:

All documents, including but not limited to contracts, agreements and memoranda of understanding, setting forth the duties and responsibilities of any person or entity, including but not limited to Andersen, LLP, Vinson & Elkins, LLP, Pat Mackin, J. Cal Courtney & Associates, Steptoe & Johnson, LLP, The Northern Trust Company, Northern Trust Retirement Consulting, LLC, Hewitt Associates, Wilmington Trust, Callan Associates, Inc., that provided services to any of the Plans, to the Committee or any of its Members, or to Enron with respect to any of the Plans, during the relevant time.

RESPONSE:

REQUEST FOR PRODUCTION NO. 44:

All documents, including but not limited to insurance policies, that reflect the terms under which the sponsor and/or fiduciaries of any of the Plans are insured or indemnified against liability for breaches of fiduciary duties or other alleged misconduct.

RESPONSE:

REQUEST FOR PRODUCTION NO. 45:

All documents, including but not limited to reservation of rights letters, that consist of, refer to, or contain communications with any insurer regarding the claims set forth in this action.

RESPONSE:

REQUEST FOR PRODUCTION NO. 46:

All documents constituting or relating to Enron by-laws or resolutions with respect to indemnification of, or provision of legal defense for, current or former directors, officers or employees for acts or omissions by them.

RESPONSE:

REQUEST FOR PRODUCTION NO. 47:

All organizational charts or other documents that identify persons with any responsibilities regarding any of the Plans during the relevant time.

RESPONSE:

REQUEST FOR PRODUCTION NO. 48:

All documents that explain in any way how to read and interpret any computer-readable data produced in response to any of the Requests listed above, including passwords and licenses.

RESPONSE:

REQUEST FOR PRODUCTION NO. 49:

All correspondence, memoranda or other documents concerning communications with, between or among Enron, any officer or director of Enron, any Administrative Committee, any member of any Administrative Committee and any defendant.

RESPONSE:

REQUEST FOR PRODUCTION NO. 50:

All documents sent or provided to Enron, any officer or director of Enron, any Administrative Committee, any member of any Administrative Committee and any defendant.

RESPONSE:

REQUEST FOR PRODUCTION NO. 51:

All documents received from Enron, any officer or director of Enron, any Administrative Committee, any member of any Administrative Committee and any defendant.

RESPONSE:

REQUEST FOR PRODUCTION NO. 52:

All correspondence, memoranda or other documents constituting or referring to communications with any Participant or Beneficiary of a Plan.

RESPONSE:

REQUEST FOR PRODUCTION NO. 53:

All documents concerning any policies or procedures concerning any services provided to Enron, any Administrative Committee, any Participant or any Plan and any documents that refer or relate thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 54:

All documents concerning any policies, procedures, duties or obligations as a trustee, fiduciary, plan administrator or insurer under ERISA and any documents that refer or relate thereto, including drafts.

RESPONSE:

REQUEST FOR PRODUCTION NO. 55:

All documents concerning any professional advice or opinions given in connection with Enron or any Plan and any documents that refer or relate thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 56:

All documents concerning any surveys, analyses or studies of any Plan, any investments in any Plan, any funding obligations under any Plan.

RESPONSE:

REQUEST FOR PRODUCTION NO. 57:

All documents concerning any investments by any Plan and any documents that refer or relate thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 58:

All documents concerning any investment options available under any Plan and any documents that refer or relate thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 59:

All documents concerning the amount of or the calculation of the amount of accrued benefits due any Participant under the Cash Balance Plan, and any offsets thereto, and any documents that refer or relate thereto.

RESPONSE:

REQUEST FOR PRODUCTION NO. 60:

All documents that relate to the audit of any Plan, including audit reports, audit plans, work papers and engagement letters, and any documents that refer or relate thereto, including drafts.

RESPONSE:

REQUEST FOR PRODUCTION NO. 61:

All documents concerning any potential or actual change in the administration of any Plan or any change in any Plan trustee or administrator, including but not limited to,

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE ENRON CORPORATION
SECURITIES AND DERIVATIVE &
"ERISA" LITIGATION

§
§ MDL 1446
§

MARK NEWBY, et al.,

Plaintiffs,

v.

ENRON CORPORATION, et al.,

Defendants.

§
§
§ CIVIL ACTION NO: H-01-3624
§ AND CONSOLIDATED CASES
§
§
§
§
§

PAMELA M. TITTLE, on behalf of herself
and a class of persons similarly situated,
et al.,

Plaintiffs,

v.

ENRON CORP., an Oregon Corporation,
et al.,

Defendants.

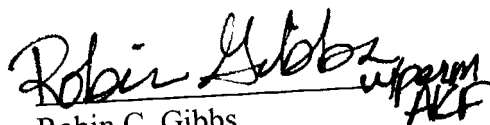
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§ CIVIL ACTION NO. H-01-3913
§ CONSOLIDATED CASES
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§

**NOTICE OF SUBMISSION OF DOCUMENTS FOR
IN CAMERA REVIEW**

Please take notice that the Outside Director Defendants have submitted for In Camera review harassing emails sent to certain Outside Directors. These documents have been submitted in conjunction with the Outside Director Defendants' Motion for Protection.

Respectfully submitted,

By:

 *Robin C. Gibbs*

Robin C. Gibbs

State Bar No. 07853000

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Notice of Submission of Documents for *In Camera* Review has been served by sending a copy via electronic mail to serve@ESL3624.com on this the 7th day of May, 2003.

I further certify that a copy of the foregoing Notice of Submission of Documents for *In Camera* Review has been served via Certified Mail/Return Receipt Request on the following parties, who do not accept service by electronic mail on this the 7th day of May, 2003.

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**Blake Documents to be Produced with
Protected Information Redacted**

Doc#	Docdate	Info Redacted from Doc	Author	Recipient	Doc type
GNB-00418	10/08/2001	Home telephone numbers	Blake Jr., Norman P.	Blake Jr., Norman P.	Agenda
GNB-00422	08/13/2001	Home telephone numbers	Blake Jr., Norman P.	Blake Jr., Norman P.	Agenda
GNB-00431	04/26/2001	Home telephone numbers	Blake Jr., Norman P.	Blake Jr., Norman P.	Agenda
GNB-00076	10/31/2001	Home address; Home telephone numbers; E-Mail address	Enron	Blake Jr., Norman P.	Corporate Document
GNB-00433	04/30/2001	E-Mail address	Kelly Johnson	Janelle McGeeney	E-mail
GNB-00439	04/17/2001	E-Mail address	Kelly Johnson	Janelle McGeeney	E-mail
GNB-00425	08/13/2001	E-Mail address; Home telephone numbers	Kelly Johnson	Janelle McGeeney Blake Representative	E-mail
GNB-00320	09/04/2001	E-Mail address; SSN	Johnson, Kelly M.	Reedy, Lynda Blake Representative	E-mail; Personal Financial Document
GNB-10207	08/29/2000	E-Mail address	Blake Jr., Norman P.	Confair, Greg	Fax
GNB-10033	10/31/2000	Account number	Blake Jr., Norman P.	Haviland, Julie	Fax; Letter
GNB-10043	04/08/1997	Account number	Menchaca, Peggy B.	Blake Jr., Norman P.	Fax; Letter
GNB-00833	01/22/2002	Home address	Confair, Greg	Blake Jr., Norman P.	Fax; Personal Financial Document
GNB-00003	11/02/2001	Home address	Essick, Charles E.	LeMaistre, Charles A.	Letter
GNB-00010	12/03/2001	Home address	Essick, Charles E.	LeMaistre, Charles A.	Letter
GNB-10047	01/22/2002	Home address	Confair, Greg	Blake Jr., Norman P.	Letter
GNB-00711	12/11/2001	Home address	Enron	Blake Jr., Norman P.	Letter

**Blake Documents to be Produced with
Protected Information Redacted**

Bagdoo#	Enddoc#	Docdate	Info Redacted from Doc	Author	Recipient	Dedup
GNB-00461	GNB-00462	12/11/2001	Home address	Enron	Blake Jr., Norman P.	Letter
GNB-00830	GNB-00831	01/22/2002	Home address; Family member	Confair, Greg	Blake Jr., Norman P.	Letter
GNB-09997	GNB-09997	02/02/2001	Home address; Family member	Blake Jr., Norman P.	Chase, Peter F.	Letter
GNB-00465	GNB-00465	02/02/2001	Account number; Home address	Blake Jr., Norman P.	Chase, Peter F.	Letter
GNB-09996	GNB-09996	02/02/2001	Account number; Home address	Blake Jr., Norman P.	Chase, Peter F.	Letter
GNB-10050	GNB-10050	02/02/2001	Account number; Home address	Blake Jr., Norman P.	Chase, Peter F.	Letter
GNB-10271	GNB-10275	11/19/1999	SSN; Family member	Blake Jr., Norman P.	Joyce, Mary K.	Letter; Handwritten Notes; Personal Financial Document
GNB-10036	GNB-10037	07/10/2000	Account number; Home address; SSN	Blake Jr., Norman P.	Greg	Letter; Personal Financial Document
GNB-10340	GNB-10366	06/05/2000	SSN	Carter, Rebecca C.	Blake Jr., Norman P.	Letter; Personal Financial Document
GNB-00709	GNB-00710	02/02/2001	Account number; Home address; Unrelated security	Blake Jr., Norman P.	Chase, Peter F.	Letter; Personal Financial Document
GNB-00451	GNB-00455	02/02/2001	Account number; Family member; Home address; Unrelated security	Blake Jr., Norman P.	Chase, Peter F.	Letter; Personal Financial Document; SEC Filing
GNB-10053	GNB-10057	01/22/2002	Home address; Family member	Confair, Greg	Blake Jr., Norman P.	Letter; SEC Filing
GNB-10038	GNB-10042	10/31/2000	Account number	Blake Jr., Norman P.	Haviland, Julie	Letter; SEC Filing; Fax
GNB-10051	GNB-10052	02/02/2001	Home address; Family member; Unrelated security	Blake Jr., Norman P.	Chase, Peter F.	Letter; Trading Records
GNB-00317	GNB-00319	09/26/2001	SSN	Ratcliff, Renee	Blake Jr., Norman P.	Memorandum; Personal Financial Document

**Blake Documents to be Produced with
Protected Information Redacted**

RegDoc#	Exhibit#	Date	Info Redacted from Doc	Author	Recipient	DocType
GNB-10276	GNB-10282	08/16/1999	SSN	Bolton, Kimberly C.	Blake Jr., Norman P.	Memorandum; Personal Financial Document
GNB-10297	GNB-10316	06/12/1998	SSN	Bazelides, Phillip J.	Blake Jr., Norman P.	Memorandum; Personal Financial Document
GNB-09989	GNB-09995	05/10/2000	Account number; Home address; SSN	Enron	Blake Jr., Norman P.	Memorandum; Personal Financial Document
GNB-00315	GNB-00316	09/30/2001	SSN	Enron	Blake Jr., Norman P.	Personal Financial Document
GNB-00328	GNB-00351	07/01/2001	SSN	Enron	Blake Jr., Norman P.	Personal Financial Document
GNB-00378	GNB-00379	03/31/2001	SSN	Enron	Blake Jr., Norman P.	Personal Financial Document
GNB-00381	GNB-00382	05/07/2001	SSN	Enron	Blake Jr., Norman P.	Personal Financial Document
GNB-00407	GNB-00408	05/07/2001	SSN	Enron	Blake Jr., Norman P.	Personal Financial Document
GNB-00457	GNB-00457	02/28/2001	Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Personal Financial Document
GNB-01821	GNB-02142	12/15/1999	Unrelated security; Family member	Sigma Financial, Inc.	Blake Jr., Norman P.	Personal Financial Document
GNB-02143	GNB-02396	12/15/1998	Unrelated security; Family member	Sigma Financial, Inc.	Blake Jr., Norman P.	Personal Financial Document
GNB-10090	GNB-10096	06/13/2000	Home address; SSN	Enron	Blake Jr., Norman P.	Personal Financial Document
GNB-10120	GNB-10120	09/10/1999	Home address; SSN	Enron	Blake Jr., Norman P.	Personal Financial Document
GNB-10121	GNB-10122	07/01/1999	SSN	Enron	Blake Jr., Norman P.	Personal Financial Document
GNB-10283	GNB-10294	09/09/1999	Home address; SSN	Enron	Blake Jr., Norman P.	Personal Financial Document
GNB-00141	GNB-00147	10/11/2001	Account number; Home address; SSN	Enron	Blake Jr., Norman P.	Personal Financial Document
GNB-00459	GNB-00459	01/09/2002	Account number; Home address; SSN	Enron	Blake Jr., Norman P.	Personal Financial Document

**Blake Documents to be Produced with
Protected Information Redacted**

BegDoc#	EndDoc#	Docdate	Info Redacted from Doc	Requester	Response
GNB-00817	GNB-00823	01/09/2002	Account number; Home address; SSN	Enron	Blake Jr., Norman P. Personal Financial Document
GNB-00458	GNB-00458	01/07/2002	Account number; Home telephone numbers	Merrill Lynch	Blake Jr., Norman P. Personal Financial Document
GNB-10140	GNB-10142	01/01/1999	SSN; Family member	Blake Jr., Norman P.	Blake Jr., Norman P. Personal Financial Document
GNB-00466	GNB-00470	01/09/2002	Account number; Home address; SSN	Enron	Blake Jr., Norman P. Personal Financial Document; Handwritten Notes
GNB-00473	GNB-00473	01/00/2001	Account number; Home address; SSN	Enron	Blake Jr., Norman P. Personal Financial Document; Handwritten Notes
GNB-00464	GNB-00464	01/05/2002	Account number; Family member; Home telephone numbers	Blake, Jr., Norman	Blake Jr., Norman P. Personal Financial Document; Handwritten Notes
GNB-00828	GNB-00828	01/09/2002	Home address; SSN	Blake Jr., Norman P.	Pleading
GNB-00460	GNB-00460	01/09/2002	Home address; SSN	Blake Jr., Norman P.	Pleading
GNB-01471	GNB-01494	07/08/2001	Personal Telephone	MCI	Blake Jr., Norman P. Telephone Record
GNB-00463	GNB-00463	04/00/2000	Home address; Unrelated security	PaineWebber	Blake Jr., Norman P. Trading Records
GNB-00825	GNB-00827	02/28/2001	Home address; SSN; Family member; Home telephone numbers; Unrelated security; Account number	Merrill Lynch	Blake Jr., Norman P. Trading Records
GNB-02397	GNB-02468	04/28/2000	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P. Trading Records
GNB-02469	GNB-02849	07/31/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P. Trading Records
GNB-02850	GNB-03157	11/30/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P. Trading Records
GNB-03158	GNB-03165	04/30/1999	Home address; Unrelated security	PaineWebber	Blake Jr., Norman P. Trading Records

**Blake Documents to be Produced with
Protected Information Redacted**

Begin Doc#	End Doc#	Doc Date	Info Redacted from Doc	Author	Recipient	Doc Type
GNB-03166	GNB-03169	11/30/1998	Home address; Unrelated security	Paine Webber	Blake Jr., Norman P.	Trading Records
GNB-03170	GNB-03179	07/31/2000	Unrelated security	Paine Webber	Blake Jr., Norman P.	Trading Records
GNB-03180	GNB-03189	10/29/1999	Unrelated security	Paine Webber	Blake Jr., Norman P.	Trading Records
GNB-03890	GNB-03963	02/29/2000	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-03964	GNB-04352	01/31/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-04353	GNB-04698	10/31/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-04699	GNB-05052	02/02/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-05053	GNB-05467	12/29/2000	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-05468	GNB-05772	04/30/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-06101	GNB-06424	12/31/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-06425	GNB-06728	09/28/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-05773	GNB-06100	01/31/2002	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-06729	GNB-07064	08/31/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-07065	GNB-07402	03/30/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-07403	GNB-07778	11/30/2000	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-07782	GNB-08151	10/31/2000	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-08152	GNB-08349	08/31/2000	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records

Blake Documents to be Produced with
Protected Information Redacted

Beginner	Enduser	Docdate	Info Redacted from Doc	Author	Recipient	DocType
GNB-08350	GNB-08495	07/31/2000	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-08496	GNB-08647	06/30/2000	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-08648	GNB-08727	12/31/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-08728	GNB-08811	06/30/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-08812	GNB-08883	07/30/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-08884	GNB-09025	05/31/2000	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09026	GNB-09107	04/30/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09108	GNB-09163	03/31/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09164	GNB-09251	05/28/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09252	GNB-09303	02/26/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09304	GNB-09355	01/29/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09356	GNB-09407	12/31/1998	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records

**Blake Documents to be Produced with
Protected Information Redacted**

Doc#	Endoc#	Docdate	Info Redacted from Doc	Author	Recipient	Doc type
GNB-09408	GNB-09455	11/30/1998	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09456	GNB-09503	10/30/1998	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09504	GNB-09571	10/29/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09572	GNB-09643	11/30/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09644	GNB-09719	01/31/2000	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09720	GNB-09763	09/30/1998	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09764	GNB-09835	08/31/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09836	GNB-09909	03/31/2000	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-09910	GNB-09977	09/30/1999	Unrelated security	Merrill Lynch	Confair, Greg Blake Jr., Norman P.	Trading Records
GNB-10000	GNB-10032	00/00/1998	SSN; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-03190	GNB-03191	12/31/1998	Home address; Unrelated security	PaineWebber	Blake Jr., Norman P.	Trading Records
GNB-03192	GNB-03195	07/30/1999	Home address; Unrelated security	PaineWebber	Blake Jr., Norman P.	Trading Records
GNB-03196	GNB-03505	05/31/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records
GNB-03506	GNB-03889	06/29/2001	Home address; Unrelated security	Merrill Lynch	Blake Jr., Norman P.	Trading Records

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Protected Information Redacted

Begin#	EndDoc#	Date	Info Redacted from Doc	Author	Recipient	DocType
GNB-09979	GNB-09980	02/22/2001	Account number; Home telephone numbers	Merrill Lynch	Blake Jr., Norman P.	Trading Records